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ZHENGZHOU GAS COMPANY LIMITED*

鄭州燃氣股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 3928)

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement made by Zhengzhou Gas Company Limited (the “Company”) dated 30 March 2010 (the “**Announcement**”). Capitalized terms and expressions used in this announcement should have the same meaning as those defined in the Announcement unless otherwise defined.

EY has confirmed that there are no circumstances in connection with its retirement which should be brought to the attention of the members of the Company.

The Board also confirms that there are no circumstances in respect of proposed change of auditor or the retirement of EY that need to be brought to the attention of the Shareholders.

By Order of the Board
Zhengzhou Gas Company Limited*
Yan Guoqi
Chairman

Zhengzhou, Henan Province, the PRC
12 April 2010

As at the date of this announcement, the Board of Directors of the Company comprises three executive Directors, namely Mr. Yan Guoqi, Mr. Li Jinlu and Mr. Li Hongwei, four non-executive Directors, namely Mr. Song Jinhui, Mr. Zhang Wushan, Mr. Ding Ping and Mr. Liu Jianwen and four independent non-executive Directors, namely Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping.

* *for identification purposes only*